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August 2, 2007

VIA ECFS

Marlene H. Dortch
Secretary
Federal Communications Commission
445 12th Street, S.W.
Washington, D.C. 20554

Re: Notice of Ex Parte Presentation; Consolidated Application for Authority to
Transfer Control of XM Radio Inc. and Sirius Satellite Radio Inc., MB Docket
No. 07-57

Dear Ms. Dortch:

In accordance with Section 1.1206 of the Commission's rules, 47 C.F.R. § 1.1206, and the Commission's Public Notice dated March 29, 2007 (DA 07-1435), this letter notifies the Commission that on August 1, 2007, Mel Karmazin, Chief Executive Officer, Sirius Satellite Radio Inc. ("Sirius"); Gary Parsons, Chairman of the Board, XM Satellite Radio Holdings Inc. ("XM"); Patrick L. Donnelly, Executive Vice President, General Counsel and Secretary of Sirius; Jeff Blattner, Senior Vice President, Public Policy of XM; Richard Wiley and Robert Pettit of Wiley Rein LLP, counsel for Sirius; and James Barker and I of Latham & Watkins LLP, counsel for XM, met with Monica Desai, Chief of the Media Bureau; Jamila Bess Johnson, Marcia Glauber, Rosemary Harold, Julie Salovaara, and Royce Sherlock of the Media Bureau; Ann Bushmiller and Joel Rabinovitz of the Office of General Counsel/Transaction Team; and Marilyn Simon of the International Bureau. During this meeting, the participants discussed the a la carte programming offerings and new program packages that Sirius and XM plan to provide as a merged company. These various programming options are described in the attached materials, which were distributed at the meeting. The participants also discussed other aspects of the companies' proposed merger that are discussed in more detail in the companies' Joint Opposition to Petitions to Deny and Reply Comments being filed today.

Respectfully,

/s/ Gary M. Epstein

Gary M. Epstein
Counsel for XM Satellite Radio Holdings Inc.

Enclosures



XM and SIRIUS to Offer A La Carte Programming

Companies' FCC Filing to Detail Array of New Offerings Priced From \$6.99 to \$16.99

SIRIUS CEO Mel Karmazin to Discuss at National Press Club Address Today

NEW YORK, NY and WASHINGTON, DC – July 23, 2007 - SIRIUS Satellite Radio (NASDAQ: SIRI) and XM Satellite Radio (NASDAQ: XMSR) announced today that the merged company will offer American consumers for the first time the opportunity to choose programming on an a la carte basis. This unprecedented offering will provide subscribers with more choices and lower prices and pave the way for a unique form of competition in the entertainment industry—one based on the individual programming preferences of listeners.

Tomorrow, XM and SIRIUS will file their joint reply comments with the Federal Communications Commission (FCC). The filing will include detailed programming and pricing plans, including two a la carte options. One option will allow subscribers to choose 50 channels for just \$6.99 – a 46 percent decrease from the current standard subscription rate of \$12.95. Under this option, customers will also be able to include additional channels for as little as 25 cents each. The second a la carte option will allow subscribers to choose 100 channels and will allow SIRIUS customers to select from some of the best of XM's programming (and XM subscribers to choose from some of the best of SIRIUS' programming).

The combined SIRIUS-XM will also offer several other new programming packages, including two "family-friendly" options, as well. Those choosing one of the "family-friendly" options will be able to block adult-themed programming *and*, for the first time, receive a price credit. These packages will set a new standard in audio entertainment and subscription media, offering lower prices, package options, and "best of both" offerings. The new plans will give consumers the ability to choose from an array of different packages and price points, ranging from \$6.99 – \$16.99. A la carte programming will be available beginning within one year following the merger, and the other programming options will be available beginning within six months following the merger.

"Mel and I are very excited about being able to offer a la carte programming. We think this is going to be great for consumers and great for our business. From the day this transaction was announced, we promised that the merger would enable us to deliver more choices and lower prices for consumers. In our filing tomorrow with the FCC, we will offer detailed plans regarding how we will achieve those goals. These plans will further demonstrate why this merger is overwhelmingly good for consumers and in the public interest," said Gary Parsons, Chairman of XM Satellite Radio.

In total, the companies announced a suite of eight post-merger programming options, all of which adhere to the companies' commitment to maintain and enhance service to existing devices and to ensure that no consumer pays more after the merger for the service they enjoy today.

"The a la carte options and other packages unveiled today demonstrate that consumers will be the beneficiaries of this merger. The efficiencies of the merger will allow the combined companies to save hundreds of millions of dollars a year and give us the opportunity to increase the number of programming options available to subscribers," said Mel Karmazin, CEO of SIRIUS Satellite Radio.

A La Carte Programming

The combined company will offer two a la carte packages. Consumers will select their channels on-line allowing them to easily review the full-range of each company's programming choices. A la carte programming will only be available for subscribers using new radios, which will be developed following approval of the merger.

- **A La Carte – 50 Channels (\$6.99)** – Currently the only standard package offered by either company is \$12.95 a month. Under this new option, for only \$6.99 per month – a savings of 46 percent – consumers will be able to choose either 50 SIRIUS channels from approximately 100 SIRIUS channels or 50 XM channels from approximately 100 XM channels. Additional channels can be added for 25 cents each, with premium packages priced at additional cost. However, no one choosing this option will pay more than \$12.95 a month.
- **A La Carte – 100 Channels (\$14.99)** – Consumers may also choose an a la carte offering of 100 channels each. SIRIUS customers will be able to choose from some of the best of XM's programming and XM customers will be able to choose from some of the best of SIRIUS' programming. Today this programming would require two monthly subscriptions, totaling \$25.90. The new 100 channel a la carte option represents a savings of 42 percent.

Best of Both Packages Will Be Available on Existing Radios

Today, if consumers want the best of both XM and SIRIUS, they need two satellite radios and two separate monthly subscriptions totaling \$25.90. Following the merger of SIRIUS and XM, consumers will be able to obtain the best of both SIRIUS and XM, on any of today's satellite radio devices with one monthly subscription. XM customers would continue to receive their existing XM service, *and* be able to obtain certain SIRIUS programming. SIRIUS customers would continue to receive their existing SIRIUS service, *and* be able to obtain certain XM programming. This will be available through existing SIRIUS and XM radios at a monthly cost of \$16.99, a savings of 34 percent, compared to what it would cost to receive both services today.

Discounted Family-Friendly Packages

Both companies enable comprehensive channel blocking and parental controls today. After the merger, consumers who purchase a family friendly version of XM Everything or SIRIUS Everything can do so for \$11.95, a credit of \$1.00 per month.

SIRIUS customers will also be able to choose a family-friendly version of SIRIUS programming that includes select XM programming. And XM customers can select a family-friendly XM programming option that includes select SIRIUS programming. These packages will cost \$14.99 per month, a credit of \$2.00 per month from the cost of the "best of" packages. Today, a consumer would have to purchase two subscriptions for \$25.90 to get this combined content.

Get Mostly Music or Just News and Sports and Save 23 Percent

Following the merger, consumers will also have the option of choosing a package of SIRIUS Mostly Music programming or XM Mostly Music programming. Subscribers will also be able to choose a package of SIRIUS News, Sports and Talk programming or XM News, Sports and Talk programming. Each of these packages will be \$9.99 per month, a savings of 23 percent compared to today's standard subscription of \$12.95.

Like What You Have Today? It Will Still Be Here Tomorrow

From day one, SIRIUS and XM have promised that no subscriber will pay more after the merger for a service similar to what they enjoy today and that no existing radio will be made obsolete by the merger. The XM Everything and SIRIUS Everything packages will offer a service similar to that offered today for the standard subscription of \$12.95. Customers who choose to keep the subscription package they have today can continue to do so for \$12.95 per month. Customers who purchase XM Everything and SIRIUS Everything packages will also be able to continue their current \$6.99 multi-receiver subscriptions.

Additional detail on the packages is attached to this news release and available at either www.siriusmerger.com or www.xmmerger.com.

The companies anticipate the merger will close in late 2007.

Summary of XM Post-Merger Channel Line Up Proposal

OFFERING	# CHANNELS	MONTHLY PRICE: CURRENT	MONTHLY PRICE: POST-MERGER
XM Everything**	Approx. 170	\$12.95	\$12.95
A La Carte I*	Pick Your Own 50 from all but Premium (Optional: Add a Channel @\$.25 each; Add Super Premium Packages @ \$3.00 or \$6.00 each)	\$12.95	Starting at \$6.99
A La Carte II*	Pick Your Own 100 (including some best of SIRIUS)	\$25.90***	\$14.99
XM Everything & Select SIRIUS**	Approx. 180	\$25.90***	\$16.99
Family Friendly & Select SIRIUS	Approx. 170	\$25.90***	\$14.99
Family Friendly	Approx. 160	\$12.95	\$11.95
Mostly Music Commercial Free Music (58) More Music (5) Kids (2) Religion (1) Emergency & Weather (1)	Approx. 65	\$12.95	\$9.99
News, Sports & Talk News (12) Sports (10) Kids (2) Talk and Entertainment (15) Traffic, Weather and Alerts (21) Religion (1) Emergency & Weather (1)	Approx. 60	\$12.95	\$9.99

*Available only for subscribers using next generation receivers who select channels via the Internet.

**Consumers may block adult-themed content. Consumers who elect to block adult-themed content will be provided a monthly credit.

***Currently requires two subscriptions.

All content is subject to change from time to time due to contractual relationships with third-party providers and for other reasons.

Summary of SIRIUS Post-Merger Channel Line Up Proposal

OFFERING	# CHANNELS	MONTHLY PRICE: CURRENT	MONTHLY PRICE: POST-MERGER
SIRIUS Everything **	Approx. 130	\$12.95	\$12.95
A La Carte I*	Pick Your Own 50 (Optional: Add a Channel @ \$.25 Each; Add Super Premium Packages @ \$6.00 or \$5.00 Each)	\$12.95	Starting at \$6.99
A La Carte II*	Pick Your Own 100 (Including some best of XM)	\$25.90***	\$14.99
Everything SIRIUS & Select XM**	Approx. 140	\$25.90***	\$16.99
Family Friendly & Select XM	Approx. 130	\$25.90***	\$14.99
Family Friendly	Approx. 120	\$12.95	\$11.95
Mostly Music Commercial Free Music (59) Family and Kids (4) Religion (3) Emergency (2)	Approx. 65	\$12.95	\$9.99
News, Sports & Talk Sports Channels (8) Talk and Entertainment (10) Family and Kids (4) Religion (3) News (13) Traffic and Weather (11) Emergency (2)	Approx. 50	\$12.95	\$9.99

*Available only for subscribers using next generation receivers who select channels via the Internet.

**Consumers may block adult-themed content. Consumers who elect to block adult-themed content will be provided a monthly credit.

***Currently requires two subscriptions.

All content is subject to change from time to time due to contractual relationships with third-party providers and for other reasons.

#

About SIRIUS

SIRIUS, "The Best Radio on Radio," delivers more than 130 channels of the best programming in all of radio. SIRIUS is the original and only home of 100% commercial free music channels in satellite radio, offering 69 music channels. SIRIUS also delivers 65 channels of sports, news, talk, entertainment, traffic, weather and data. SIRIUS is the Official Satellite Radio Partner of the NFL, NASCAR and NBA, and broadcasts live play-by-play games of the NFL and NBA, as well as live NASCAR races. All SIRIUS programming is available for a monthly subscription fee of only \$12.95.

SIRIUS Internet Radio (SIR) is a CD-quality, Internet-only version of the SIRIUS radio service, without the use of a radio, for the monthly subscription fee of \$12.95. SIR delivers more than 75 channels of talk, entertainment, sports, and 100% commercial free music.

SIRIUS products for the car, truck, home, RV and boat are available in more than 25,000 retail locations, including Best Buy, Circuit City, Crutchfield, Costco, Target, Wal-Mart, Sam's Club, RadioShack and at shop.sirius.com.

SIRIUS radios are offered in vehicles from Audi, Bentley, BMW, Chrysler, Dodge, Ford, Infiniti, Jaguar, Jeep(R), Land Rover, Lexus, Lincoln, Mercury, Maybach, Mazda, Mercedes-Benz, MINI, Mitsubishi, Nissan, Rolls Royce, Scion, Toyota, Volkswagen, and Volvo. Hertz also offers SIRIUS in its rental cars at major locations around the country.

Click on www.sirius.com to listen to SIRIUS live, or to purchase a SIRIUS radio and subscription.

Any statements that express, or involve discussions as to, expectations, beliefs, plans, objectives, assumptions, future events or performance with respect to SIRIUS Satellite Radio Inc. are not historical facts and may be forward-looking and, accordingly, such statements involve estimates, assumptions and uncertainties which could cause actual results to differ materially from those expressed in any forward-looking statements. Accordingly, any such statements are qualified in their entirety by reference to the factors discussed in our Annual Report on Form 10-K for the year ended December 31, 2006 filed with the Securities and Exchange Commission. Among the significant factors that could cause our actual results to differ materially from those expressed are: our pending merger with XM Satellite Radio Holdings, Inc. ("XM"), including related uncertainties and risks and the impact on our business if the merger is not completed; any events which affect the useful life of our satellites; our dependence upon third parties, including manufacturers of SIRIUS radios, retailers, automakers and programming providers; and our competitive position versus other audio entertainment providers.

About XM

XM is America's number one satellite radio company with more than 8 million subscribers. Broadcasting live daily from studios in Washington, DC, New York City, Chicago, the Country Music Hall of Fame in Nashville, Toronto and Montreal, XM's 2007 lineup includes more than 170 digital channels of choice from coast to coast: commercial-free music, premier sports, news, talk radio, comedy, children's and entertainment programming; and the most advanced traffic and weather information.

XM, the leader in satellite-delivered entertainment and data services for the automobile market through partnerships with General Motors, Honda, Hyundai, Nissan, Porsche, Subaru, Suzuki and Toyota is available in 140 different vehicle models for 2007. XM's industry-leading products are available at consumer electronics retailers nationwide. For more information about XM hardware, programming and partnerships, please visit <http://www.xmradio.com>.

Important Additional Information Will be Filed with the SEC

This communication is being made in respect of the proposed business combination involving SIRIUS and XM. In connection with the proposed transaction, SIRIUS plans to file with the SEC a Registration Statement on Form S-4 containing a Joint Proxy Statement/Prospectus and SIRIUS and XM plan to file with the SEC other documents regarding the proposed transaction. The definitive Joint Proxy Statement/Prospectus will be mailed to stockholders of SIRIUS and XM. **INVESTORS AND SECURITY HOLDERS OF SIRIUS AND XM ARE URGED TO READ THE JOINT PROXY STATEMENT/PROSPECTUS AND OTHER DOCUMENTS FILED WITH THE SEC CAREFULLY IN THEIR ENTIRETY WHEN THEY BECOME AVAILABLE BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION ABOUT THE PROPOSED TRANSACTION.**

Investors and security holders will be able to obtain free copies of the Registration Statement and the Joint Proxy Statement/Prospectus (when available) and other documents filed with the SEC by SIRIUS and XM through the web site maintained by the SEC at <http://www.sec.gov>. Free copies of the Registration Statement and the Joint Proxy Statement/Prospectus (when available) and other documents filed with the SEC can also be obtained by directing a request to SIRIUS Satellite Radio Inc., 1221 Avenue of the Americas, New York, NY 10020, Attention: Investor Relations.

SIRIUS, XM and their respective directors and executive officers and other persons may be deemed to be participants in the solicitation of proxies in respect of the proposed transaction. Information regarding SIRIUS' directors and executive officers is available in its Annual Report on Form 10-K for the year ended December 31, 2006, which was filed with the SEC on March 1, 2007, and its proxy statement for its 2007 annual meeting of stockholders, which was filed with the SEC on April 23, 2007, and information regarding XM's directors and executive officers is available in XM's Annual Report on Form 10-K, for the year ended December 31, 2006, which was filed with the SEC on March 1, 2007.

and its proxy statement for its 2007 annual meeting of shareholders, which was filed with the SEC on April 17, 2007. Other information regarding the participants in the proxy solicitation and a description of their direct and indirect interests, by security holdings or otherwise, will be contained in the Joint Proxy Statement/Prospectus and other relevant materials to be filed with the SEC when they become available.

SIRIUS

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Joele Frank, Wilkinson Brimmer Katcher

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XM

Media Relations

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Nathaniel.Brown@xmradio.com

Chance Patterson

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Chance.Patterson@xmradio.com

Summary of Sirius Post-Merger Channel Line Up Proposal



OFFERING	# CHANNELS	MONTHLY PRICE: CURRENT	MONTHLY PRICE: POST-MERGER
Sirius Everything**	Approx. 130	\$12.95	\$12.95
A La Carte I*	Pick Your Own 50 (Optional: Add a Channel @ \$.25 Each; Add Super Premium Packages @ \$6.00 or \$5.00 Each)	\$12.95	Starting at \$6.99
A La Carte II*	Pick Your Own 100 (Including some best of XM)	\$25.90***	\$14.99
Sirius Everything & Select XM**	Approx. 140	\$25.90***	\$16.99
Family Friendly & Select XM	Approx. 130	\$25.90***	\$14.99
Family Friendly	Approx. 120	\$12.95	\$11.95
Mostly Music Commercial Free Music (59) Family and Kids (4) Religion (3) Emergency (2)	Approx. 65	\$12.95	\$9.99
News, Sports & Talk Sports Channels (8) Talk and Entertainment (10) Family and Kids (4) Religion (3) News (13) Traffic and Weather (11) Emergency (2)	Approx. 50	\$12.95	\$9.99

All content is subject to change from time to time due to contractual relationships with third-party providers and for other reasons.

*Available only for subscribers using next generation receivers who select channels via the Internet.

**Consumers may block adult-themed content. Consumers who elect to block adult-themed content will be provided a monthly credit.

***Currently requires two subscriptions.

Sirius Everything

\$12.95

SIRIUS
SATELLITE RADIO

COMMERCIAL FREE MUSIC (59)

Starlite
Sirius Love
Movin' Easy
SIRIUS Gold
60s Vibrations
Totally 70s
Big 80s
The Pulse
The Bridge
BBC Radio One
Super Shuffle
Classic Rewind
Classic Vinyl
The Vault
Jam On
Spectrum
Buzzsaw
Octane
Alt Nation
First Wave
Hair Nation
Lithium
Underground Garage
Left of Center
Hard Attack
Punk
Coffeehouse
Disorder
Area 33
Boombox
Chill
The Beat
The Strobe
Reggae
Hot Jamz

Heart and Soul
Soul Town
New Country
Prime Country
Roadhouse
Outlaw Country
Bluegrass
Spirit
Praise
Planet Jazz
Pure Jazz
Jazz Café
Spa73
Blues
Broadway's Best
Symphony Hall
SIRIUS Pops
Universo Latino
Rumbon
Band e part
Rock Velours
Energie2
CBC Radio 3
Iceberg Radio

PREMIUM MUSIC (9)

Elvis
Margaritaville
Shade 45
Faction
Hip Hop Nation
Back Spin
Sirius Hits 1
Siriusly Sinatra
Metropolitan Opera

SPORTS CHANNELS (7)

Sports Action
ESPN Radio
ESPNNews
ESPN Desportes
NBA Radio
NFL Radio
Hardcore Sports

PLAY-BY-PLAY SPORTS (5 DEDICATED)

NFL, NBA, NASCAR
and College sports
play by play

TALK AND ENTERTAINMENT (10)

ABC News & Talk
SIRIUS Patriot
SIRIUS Left
Road Dog Trucking
Laugh Break Comedy
NPR Now
NPR Talk
E!
Fox News Talk
Maxim

PREMIUM ENTERTAINMENT (11)

Howard 100
Howard 101
Martha Stewart
COSMO

Playboy
Out Q
Sirius Stars
Fox News
Foxhole
Blue Collar Comedy
Raw Dog Comedy

FAMILY AND KIDS (4)

Lime
Radio Disney
Kids Stuff
Radio Classics

RELIGION (3)

Catholic Channel
EWTN Radio
Christian Talk

NEWS (13)

CNN
CNN Headline
CBC Radio One
CNN En Espanol
Radio Korea
Premiere Plus
InfoPlus
RCI
Court TV
Bloomberg
CNBC
World Radio Netw.
BBC World Service

TRAFFIC AND WEATHER (11)

New York
Phila/Boston
Los Angeles
Chicago/St. Louis
DC/Baltimore
Atlanta/Miami
Dallas/Houston
Detroit/LV
SF/Seattle
Phoenix/San Diego
Orlando/Tampa

EMERGENCY (2)

SIRIUS Weather &
Emergency
Canada Weather

A La Carte I (Pick Your Own 50)

Starting at \$6.99

Optional: Add a Channel-\$.25 each;

Super Premium: Howard Pkg.-\$6.00; Sports Pkg.-\$5.00



COMMERCIAL FREE MUSIC (59)

Starlite
Sirius Love
Movin' Easy
SIRIUS Gold
60s Vibrations
Totally 70s
Big 80s
The Pulse
The Bridge
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Super Shuffle
Classic Rewind
Classic Vinyl
The Vault
Jam On
Spectrum
Buzzsaw
Octane
Alt Nation
First Wave
Hair Nation
Lithium
Underground Garage
Left of Center
Hard Attack
Punk
Coffeehouse
Disorder
Area 33
Boombox
Chill
The Beat
The Strobe
Reggae
Hot Jamz

Heart and Soul
Soul Town
New Country
Prime Country
Roadhouse
Outlaw Country
Bluegrass
Spirit
Praise
Planet Jazz
Pure Jazz
Jazz Café
Spa73
Blues
Broadway's Best
Symphony Hall
SIRIUS Pops
Universo Latino
Rumbon
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Rock Velours
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CBC Radio 3
Iceberg Radio

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EWTN Radio
Christian Talk

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CNN
CNN Headline
CBC Radio One
CNN En Espanol
Radio Korea
Premiere Plus
InfoPlus
RCI
Court TV
Bloomberg

CNBC
World Radio Netw.
BBC World Service

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Atlanta/Miami
Dallas/Houston
Detroit/LV
SF/Seattle
Phoenix/San Diego
Orlando/Tampa

EMERGENCY (2)

SIRIUS Weather &
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Canada Weather

ADD A CHANNEL - \$.25 EACH

Shade 45
Faction
Hip Hop Nation
Back Spin
Siriusly Sinatra
COSMO
Playboy
Out Q
Foxxhole
Blue Collar Comedy
NBA play by play
Martha Stewart

Sirius Stars
Fox News
Raw Dog Comedy
Elvis
Margaritaville
Sirius Hits 1
Metropolitan Opera

SUPER PREMIUM:

Howard Pkg.-\$6.00
Howard 100
Howard 101

Sports Pkg.-\$5.00

NFL play by play
College play by play
NASCAR

A La Carte II (Pick Your Own 100)

\$14.99



COMMERCIAL FREE MUSIC (59)

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Totally 70s
Big 80s
The Pulse
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Orlando/Tampa

EMERGENCY (2)

SIRIUS Weather &
Emergency
Canada Weather

XM

11 top selections
from XM

Sirius Everything & Select XM

\$16.99



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Hair Nation
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E!
Fox News Talk
Maxim

PREMIUM ENTERTAINMENT (11)

Howard 100
Howard 101
Martha Stewart
COSMO

Playboy
Out Q
Sirius Stars
Fox News
Foxhole
Blue Collar Comedy
Raw Dog Comedy

FAMILY AND KIDS (4)

Lime
Radio Disney
Kids Stuff
Radio Classics

RELIGION (3)

Catholic Channel
EWTN Radio
Christian Talk

NEWS (13)

CNN
CNN Headline
CBC Radio One
CNN En Espanol
Radio Korea
Premiere Plus
InfoPlus
RCI
Court TV
Bloomberg
CNBC
World Radio Netw.
BBC World Service

TRAFFIC AND WEATHER (11)

New York
Phila/Boston
Los Angeles
Chicago/St. Louis
DC/Baltimore
Atlanta/Miami
Dallas/Houston
Detroit/LV
SF/Seattle
Phoenix/San Diego
Orlando/Tampa

EMERGENCY (2)

SIRIUS Weather &
Emergency
Canada Weather

XM

11 top selections
from XM

Mostly Music

\$9.99



COMMERCIAL FREE MUSIC (59)

Starlite
Sirius Love
Movin' Easy
SIRIUS Gold
60s Vibrations
Totally 70s
Big 80s
The Pulse
The Bridge
BBC Radio One
Super Shuffle
Classic Rewind
Classic Vinyl
The Vault
Jam On
Spectrum
Buzzsaw
Octane
Alt Nation
First Wave
Hair Nation
Lithium
Underground Garage
Left of Center
Hard Attack
Punk
Coffeehouse
Disorder
Area 33
Boombox
Chill
The Beat
The Strobe
Reggae

Hot Jamz
Heart and Soul
Soul Town
New Country
Prime Country
Roadhouse
Outlaw Country
Bluegrass
Spirit
Praise
Planet Jazz
Pure Jazz
Jazz Café
Spa73
Blues
Broadway's Best
Symphony Hall
SIRIUS Pops
Universo Latino
Rumbon
Band e part
Rock Velours
Energie2
CBC Radio 3
Iceberg Radio

FAMILY AND KIDS (4)

Lime
Radio Disney
Kids Stuff
Radio Classics

RELIGION (3)

Catholic Channel
EWTN Radio
Christian Talk

EMERGENCY (2)

SIRIUS Weather &
Emergency
Canada Weather

News, Sports & Talk

\$9.99

SIRIUS
SATELLITE RADIO

SPORTS CHANNELS (7)

Sports Action
ESPN Radio
ESPNNews
ESPN Desportes
NBA Radio
NFL Radio
Hardcore Sports

TALK AND ENTERTAINMENT (10)

ABC News & Talk
SIRIUS Patriot
SIRIUS Left
Road Dog Trucking
Laugh Break Comedy
NPR Now
NPR Talk
E!
Fox News Talk
Maxim

FAMILY AND KIDS (4)

Lime
Radio Disney
Kids Stuff
Radio Classics

RELIGION (3)

Catholic Channel
EWTN Radio
Christian Talk

NEWS (13)

CNN
CNN Headline
CBC Radio One
CNN En Espanol
Radio Korea
Premiere Plus
InfoPlus
RCI
Court TV
Bloomberg
CNBC
World Radio Netw.
BBC World Service

TRAFFIC AND WEATHER (11)

New York
Phila/Boston
Los Angeles
Chicago/St. Louis
DC/Baltimore
Atlanta/Miami
Dallas/Houston
Detroit/LV
SF/Seattle
Phoenix/San Diego
Orlando/Tampa

EMERGENCY (2)

SIRIUS Weather & Emergency
Canada Weather

Summary of XM Post-Merger Channel Line Up Proposal



OFFERING	# CHANNELS	MONTHLY PRICE: CURRENT	MONTHLY PRICE: POST-MERGER
XM Everything**	Approx. 170	\$12.95	\$12.95
A La Carte I*	Pick Your Own 50 from all but Premium (Optional: Add a Channel @ \$.25 each; Add Super Premium Packages @ \$3.00 or \$6.00 each)	\$12.95	Starting at \$6.99
A La Carte II*	Pick Your Own 100 (including some best of Sirius)	\$25.90***	\$14.99
XM Everything & Select Sirius**	Approx. 180	\$25.90***	\$16.99
Family Friendly & Select Sirius	Approx. 170	\$25.90***	\$14.99
Family Friendly	Approx. 160	\$12.95	\$11.95
Mostly Music Commercial Free Music (58) More Music (5) Kids (2) Religion (1) Emergency & Weather (1)	Approx. 65	\$12.95	\$9.99
News, Sports & Talk News (12) Sports (10) Kids (2) Talk and Entertainment (15) Traffic, Weather and Alerts (21) Religion (1) Emergency & Weather (1)	Approx. 60	\$12.95	\$9.99

All content is subject to change from time to time due to contractual relationships with third-party providers and for other reasons.

*Available only for subscribers using next generation receivers who select channels via the Internet.

**Consumers may block adult-themed content. Consumers who elect to block adult-themed content will be provided a monthly credit.

***Currently requires two subscriptions.

XM Everything

\$12.95



COMMERCIAL FREE MUSIC (58)

The '40s
The '50s
The '60s
The '70s
The '80s
The '90s
America
X Country
Bluegrass Junction
The Village
U.S. Country
The Heart
The Blend
Flight 26
Cinemagic
On Broadway
U-Pop
Hitlist
The Message
Spirit
Enlighten
Deep Tracks
XMU
Fred
XM Café
Top Tracks
Ethel
Big Tracks
Loft
Verge
Lucy
Soul Street
Suite 62
The Groove
The City

The Heat
Real Jazz
Watercolors
Beyond Jazz
High Standards
Bluesville
Fine Tuning
Audio Visions
Escape
The Move
BPM
Chrome
The Chill
Fuego
Viva
Aguila
Caliente
Air Musique
The Joint
Sur la Route
XM Classics
Vox
XM Pops

PREMIUM MUSIC (10)

XXM
Willie's Place
Highway 16
20 on 20
Boneyard
Liquid Metal
Squizz
Fungus
Rhyme
Raw

NEWS (12)

CNN
CNN Headline News
ABC News & Talk
CNN en Espanol
CNBC
Bloomberg Radio
POTUS '08
BBC
C-SPAN
XM Public Radio
Canada 360
Quoi de Neuf?

SPORTS (10)

ESPN Radio
ESPN News
Fox Sports Radio
IndyCar
XM Deportivo
XMSN
MLB Home Plate
NHL Home Ice
XM Sports Guide
Calendar Sportif

KIDS (2)

Radio Disney
XM Kids

PREMIUM ENTERTAINMENT (8)

Virus
XM Comedy
Laugh Attack
Oprah & Friends

Take Five
Fox News
America Right
Air America

PLAY-BY-PLAY SPORTS (36 DEDICATED)

PGA Tour (1)
MLB (15)
NHL (5)
College Sports (15)

TALK & ENTERTAINMENT (13)

XM Live
Extreme XM
E!
Sonic Theater
National Lampoon
Radio Classics
Talk Radio
Fox News Talk
The Power
Family Talk
Open Road
Radio Parallele
Reach MD

REGIONAL TALK, NEWS & MUSIC (6)

Nashville!
KISS
Mix
Sunny
WSIX
WLW

TRAFFIC, WEATHER & ALERTS (21)

Boston
New York
Philadelphia
Baltimore
Washington, DC
Pittsburgh
Detroit
Chicago
St. Louis
Minneapolis/St. Paul
Seattle
San Francisco
Los Angeles
San Diego
Phoenix
Dallas
Houston
Atlanta
Tampa
Orlando
Miami

EMERGENCY & WEATHER (1)

Emergency Alert /
Weather Channel

A La Carte I (Pick Your Own 50)

Starting at \$6.99

Optional: Add a Channel-\$.25 each; Super Premium:
O&A Pkg.-\$3.00; Oprah Pkg.-\$3.00; Sports Pkg.-\$6.00



COMMERCIAL FREE MUSIC (58)

The '40s
The '50s
The '60s
The '70s
The '80s
The '90s
America
X Country
Bluegrass Junction
The Village
U.S. Country
The Heart
The Blend
Flight 26
Cinemagic
On Broadway
U-Pop
Hitlist
The Message
Spirit
Enlighten
Deep Tracks
XMU
Fred
XM Café
Top Tracks
Ethel
Big Tracks
Loft
Verge
Lucy
Soul Street
Suite 62
The Groove
The City

The Heat
Real Jazz
Watercolors
Beyond Jazz
High Standards
Bluesville
Fine Tuning
Audio Visions
Escape
The Move
BPM
Chrome
The Chill
Fuego
Viva
Aguila
Caliente
Air Musique
The Joint
Sur la Route
XM Classics
Vox
XM Pops

NEWS (12)

CNN
CNN Headline News
ABC News & Talk
CNN en Espanol
CNBC
Bloomberg Radio
POTUS '08
BBC
C-SPAN
XM Public Radio
Canada 360
Quoi de Neuf?

SPORTS (10)

ESPN Radio
ESPN News
Fox Sports Radio
IndyCar
XM Deportivo
XMSN
MLB Home Plate
NHL Home Ice
XM Sports Guide
Calendar Sportif

KIDS (2)

Radio Disney
XM Kids

TALK & ENTERTAINMENT (13)

XM Live
Extreme XM
E!
Sonic Theater
National Lampoon
Radio Classics
Talk Radio
Fox News Talk
The Power
Family Talk
Open Road
Radio Parallele
Reach MD

REGIONAL TALK, NEWS & MUSIC (6)

Nashville!
KISS
Mix
Sunny
WSIX
WLW

TRAFFIC, WEATHER & ALERTS (21)

Boston
New York
Philadelphia
Baltimore
Washington, DC
Pittsburgh
Detroit
Chicago
St. Louis
Minneapolis/St. Paul
Seattle
San Francisco
Los Angeles
San Diego
Phoenix
Dallas
Houston
Atlanta
Tampa
Orlando
Miami

EMERGENCY & WEATHER (1)

Emergency Alert /
Weather Channel

ADD A CHANNEL - \$.25 EACH

XXM
Willie's Place
Highway 16
20 on 20
Boneyard
Liquid Metal
Squizz
Fungus
Rhyme
Raw
XM Comedy
Laugh Attack
Take Five
Fox News
America Right
Air America

SUPER PREMIUM:

O&A Pkg.-\$3.00 (1)
O&A - Virus

Oprah Pkg.-\$3.00
(1)

Oprah & Friends

Play by Play Sports
Pkg-\$6.00 (36)

MLB, PGA, NHL and
College Sports

A La Carte II (Pick Your Own 100)

\$14.99



COMMERCIAL FREE MUSIC (58)

The '40s
The '50s
The '60s
The '70s
The '80s
The '90s
America
X Country
Bluegrass Junction
The Village
U.S. Country
The Heart
The Blend
Flight 26
Cinematic
On Broadway
U-Pop
Hitlist
The Message
Spirit
Enlighten
Deep Tracks
XMU
Fred
XM Café
Top Tracks
Ethel
Big Tracks
Loft
Verge
Lucy
Soul Street
Suite 62
The Groove
The City

The Heat
Real Jazz
Watercolors
Beyond Jazz
High Standards
Bluesville
Fine Tuning
Audio Visions
Escape
The Move
BPM
Chrome
The Chill
Fuego
Viva
Aguila
Caliente
Air Musique
The Joint
Sur la Route
XM Classics
Vox
XM Pops

PREMIUM MUSIC (10)

XXM
Willie's Place
Highway 16
20 on 20
Boneyard
Liquid Metal
Squizz
Fungus
Rhyme
Raw

NEWS (12)

CNN
CNN Headline News
ABC News & Talk
CNN en Espanol
CNBC
Bloomberg Radio
POTUS '08
BBC
C-SPAN
XM Public Radio
Canada 360
Quoi de Neuf?

SPORTS (10)

ESPN Radio
ESPN News
Fox Sports Radio
IndyCar
XM Deportivo
XMSN
MLB Home Plate
NHL Home Ice
XM Sports Guide
Calendar Sportif

KIDS (2)

Radio Disney
XM Kids

PREMIUM ENTERTAINMENT (8)

Virus
XM Comedy
Laugh Attack
Oprah & Friends

Take Five
Fox News
America Right
Air America

PLAY-BY-PLAY SPORTS (36 DEDICATED)

PGA Tour (1)
MLB (15)
NHL (5)
College Sports (15)

TALK & ENTERTAINMENT (13)

XM Live
Extreme XM
E!
Sonic Theater
National Lampoon
Radio Classics
Talk Radio
Fox News Talk
The Power
Family Talk
Open Road
Radio Parallele
Reach MD

REGIONAL TALK, NEWS & MUSIC (6)

Nashville!
KISS
Mix
Sunny

WSIX
WLW

TRAFFIC, WEATHER & ALERTS (21)

Boston
New York
Philadelphia
Baltimore
Washington, DC
Pittsburgh
Detroit
Chicago
St. Louis
Minneapolis/St. Paul
Seattle
San Francisco
Los Angeles
San Diego
Phoenix
Dallas
Houston
Atlanta
Tampa
Orlando
Miami

EMERGENCY & WEATHER (1)

Emergency Alert /
Weather Channel

SELECT SIRIUS

11 top selections
from Sirius

XM Everything & Select Sirius

\$16.99



COMMERCIAL FREE MUSIC (58)

The '40s
The '50s
The '60s
The '70s
The '80s
The '90s
America
X Country
Bluegrass Junction
The Village
U.S. Country
The Heart
The Blend
Flight 26
Cinemagic
On Broadway
U-Pop
Hitlist
The Message
Spirit
Enlighten
Deep Tracks
XMU
Fred
XM Café
Top Tracks
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Big Tracks
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Soul Street
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The City

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Watercolors
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High Standards
Bluesville
Fine Tuning
Audio Visions
Escape
The Move
BPM
Chrome
The Chill
Fuego
Viva
Aguila
Caliente
Air Musique
The Joint
Sur la Route
XM Classics
Vox
XM Pops

PREMIUM MUSIC (10)

XXM
Willie's Place
Highway 16
20 on 20
Boneyard
Liquid Metal
Squizz
Fungus
Rhyme
Raw

NEWS (12)

CNN
CNN Headline News
ABC News & Talk
CNN en Espanol
CNBC
Bloomberg Radio
POTUS '08
BBC
C-SPAN
XM Public Radio
Canada 360
Quoi de Neuf?

SPORTS (10)

ESPN Radio
ESPN News
Fox Sports Radio
IndyCar
XM Deportivo
XMSN
MLB Home Plate
NHL Home Ice
XM Sports Guide
Calendar Sportif

KIDS (2)

Radio Disney
XM Kids

PREMIUM ENTERTAINMENT (8)

Virus
XM Comedy
Laugh Attack
Oprah & Friends

Take Five
Fox News
America Right
Air America

PLAY-BY-PLAY SPORTS (36 DEDICATED)

PGA Tour (1)
MLB (15)
NHL (5)
College Sports (15)

TALK & ENTERTAINMENT (13)

XM Live
Extreme XM
E!
Sonic Theater
National Lampoon
Radio Classics
Talk Radio
Fox News Talk
The Power
Family Talk
Open Road
Radio Parallele
Reach MD

REGIONAL TALK, NEWS & MUSIC (6)

Nashville!
KISS
Mix
Sunny
WSIX
WLW

TRAFFIC, WEATHER & ALERTS (21)

Boston
New York
Philadelphia
Baltimore
Washington, DC
Pittsburgh
Detroit
Chicago
St. Louis
Minneapolis/St. Paul
Seattle
San Francisco
Los Angeles
San Diego
Phoenix
Dallas
Houston
Atlanta
Tampa
Orlando
Miami

EMERGENCY & WEATHER (1)

Emergency Alert /
Weather Channel

SELECT SIRIUS

11 top selections
from Sirius

Mostly Music

\$9.99



COMMERCIAL FREE MUSIC (58)

The '40s
The '50s
The '60s
The '70s
The '80s
The '90s
America
X Country
Bluegrass Junction
The Village
U.S. Country
The Heart
The Blend
Flight 26
Cinemagic
On Broadway
U-Pop
Hitlist
The Message
Spirit
Enlighten
Deep Tracks
XMU
Fred
XM Café

The City
The Heat
Real Jazz
Watercolors
Beyond Jazz
High Standards
Bluesville
Fine Tuning
Audio Visions
Escape
The Move
BPM
Chrome
The Chill
Fuego
Viva
Aguila
Caliente
Air Musique
The Joint
Sur la Route
XM Classics
Vox
XM Pops

MORE MUSIC (5)

Nashville!

Top Tracks
Ethel
Big Tracks
Loft
Verge
Lucy
Soul Street
Suite 62
The Groove

KISS
Mix
Sunny
WSIX
WLW

KIDS (2)

Radio Disney
XM Kids

RELIGION (1)

Family Talk

EMERGENCY & WEATHER (1)

Emergency Alert /
Weather Channel

News, Sports & Talk

\$9.99



NEWS (12)

CNN
CNN Headline News
ABC News & Talk
CNN en Espanol
CNBC
Bloomberg Radio
POTUS '08
BBC
C-SPAN
XM Public Radio
Canada 360
Quoi de Neuf?

SPORTS (10)

ESPN Radio
ESPN News
Fox Sports Radio
XMSN
IndyCar
XM Deportivo
MLB Home Plate
NHL Home Ice
XM Sports Guide
Calendar Sportif

KIDS (2)

Radio Disney
XM Kids

TALK AND ENTERTAINMENT (15)

XM Live
Extreme XM
Take Five
E!
Sonic Theater
National Lampoon
Radio Classics
Talk Radio
America Right
Air America
Fox News Talk
The Power
Open Road
Radio Parallele
Reach MD

TRAFFIC, WEATHER AND ALERTS (22)

Boston
New York
Philadelphia
Baltimore
Washington, DC
Pittsburgh
Detroit
Chicago
St. Louis
Minneapolis/St. Paul
Seattle
San Francisco
Los Angeles
San Diego
Phoenix

Dallas
Houston
Atlanta
Tampa
Orlando
Miami

EMERGENCY & WEATHER (1)

Emergency Alert /
Weather Channel

RELIGION (1)

Family Talk